

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

REFRESHING USA, LLC

Debtors.¹

Chapter 11

Case No. 24-33919 (ARP)
(Jointly Administered)

**DECLARATION OF BRIAN FELLER IN SUPPORT OF
FIRST FED'S MOTION FOR ORDER GRANTING ADEQUATE PROTECTION**

I, Brian Feller, declare and state as follows:

1. I make this declaration in support of *First Fed's Emergency Motion for Order Granting Adequate Protection* (the "Motion"). Except where indicated, the facts stated herein are based upon my own personal knowledge or, where appropriate, the business records of First Fed Bank, and if called upon to testify, I could and would competently testify thereto.

2. I am a First Vice President and Commercial Credit Administrator at First Fed Bank, a Washington state commercial bank ("First Fed"), a secured creditor of Creative Technologies, LLC ("Creative"), one of the debtors in the above-captioned jointly administered chapter 11 cases. I am competent to make this Declaration and do so on the basis of personal knowledge or, where appropriate, the business records of First Fed.

3. In my capacity as Commercial Credit Administrator at First Fed, I am familiar with the credit facilities at issue herein, and I am involved in enforcing First Fed's rights with respect to the corresponding Creative Loan Documents (as defined in the Motion).

4. Attached hereto as Exhibit A and incorporated herein by reference is a true and correct copy of the Business Loan Agreement dated as of December 10, 2020 (the "Creative Loan").

¹ Debtors and debtors in possession these Chapter 11 cases ("Bankruptcy Case(s)"), along with the last four digits of their respective Employer Identification Numbers, are as follows: Refreshing USA, LLC (85-3358945) ("Refreshing"), Case No. 24-33919; Water Station Management LLC (81-1202716) ("Water Station"), Case No. 24-33924; and Creative Technologies, LLC (46-2581888) ("Creative" and, together with Refreshing and Water Station, "Debtors"), Case No. 24-33934. Debtors' mailing address is: 2732 Grand Ave., Ste. 122, Everett, WA 98201.

Agreement”), by and between First Fed and Creative, the terms of which govern a commercial loan (the “Creative Loan”) extended by First Fed to Creative.

5. Attached hereto as Exhibit B and incorporated herein by reference is a true and correct copy of the Promissory Note dated as of December 10, 2020, executed by Creative and payable to the order of First Fed, in the stated principal amount of Twenty-One Million Dollars (\$21,000,000.00) (the “Creative Note”), plus interest as set forth therein.

6. Attached hereto as Exhibit C and incorporated herein by reference are true and correct copies of the Commercial Security Agreement dated as of December 10, 2020 (the “Security Agreement”), executed by Creative for the benefit of First Fed, and the Patent Security Agreement dated as of December 10, 2020 (the “IP Security Agreement”), by and between Creative and First Fed, under the terms of which, Creative granted to First Fed a security interest in substantially all of its assets, including, without limitation, all inventory, equipment, accounts, chattel paper, instruments, letter-of-credit rights, letters of credit, documents, deposit accounts, investment property, money, general intangibles, other rights to payment and performance, and all proceeds thereof, including revenues and payments on account of machines in the possession of third parties (collectively, the “Collateral”).

7. Attached hereto as Exhibit D and incorporated herein by reference is a true and correct copy of the UCC Financing Statement filed on December 18, 2020, with the Washington Department of Licensing under File Number 2020-352-0494-5.

8. Attached hereto as Exhibit E and incorporated herein by reference is a true and correct copy of the Transfer Motion (as defined in the Motion) filed on October 17, 2024, by the court-appointed receiver of Ideal Property Investments, LLC, in the case entitled *First Fed Bank v. Ideal Property Investments, LLC*, King County Superior Court Case No. 24-2-08418-5 SEA.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

DATED: October 31, 2024



Brian Feller